

Development Guide

The development conversation

- Use the performance review and any additional development resources (ODR, Talent Planning, Development Assessment Tool) as the basis for development conversations
- In what Focus Areas does the employee want to improve?
- Remember that development doesn't just happen in the classroom, it happens on the job and through relationships. Look beyond classroom activities for development
- HR managers can use the Development Guide to offer suggestions on development activities to help lead managers through the conversation with their employees
- Use the Individual Development Plan (IDP) form to help record development goals for the employee

186.66

Development Goals

Individual Development Plan

- Acknowledge strengths and developmental areas
- Identify Experience based developmental goals (70%)
- Identify Collaborative goals (20%)
- Identify classroom or online training goals (10%)

1861.67

Timeline

Action	Timing
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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Q&A

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Exhibit 29



Pay for Performance Toolkit for Managers

2004 Performance Reviews

Draft last updated: 4-7-05



Pay for Performance

a practice whereby pay is based on differentiated performance at the individual and business unit level

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INTRODUCTION

This document is intended to outline the most current "Pay for Performance" policies and practices associated with the Lucasfilm Ltd. Performance Management program (and thus, supersede any previous pay for performance policies).

- **Pay for Performance:** Practice whereby pay is based on differentiated performance at the individual and business unit level.

- **Merit**
 - **Intent:** Recognition of past performance and incentive for expected future performance
 - **What:** Ongoing, base salary adjustment
 - **Who:** All eligible employees in all divisions
 - **Based on:** Rating (Individual Performance) and Merit Pool* (Business Unit Budget)

*NOTE:

 - Funding of the Merit pool will be determined based on the Company the employee resides in at time of merit increase
 - Project and casual employees will be handled in a separate merit pool to disseminate the merit award appropriate to employee status and time worked in the Performance Plan Year

- **Ratings Distribution**
 - **What:** "Absolute" measurement – relative to one's own performance
 - **How:** Ratings are determined via the annual Performance Appraisal Process, which measures performance against goals and competencies

- **Bonus**
 - **Intent:** Recognize previous year's performance
 - **What:** One-time payment
 - **Who:** All eligible employees
 - **Based On:** Rating, Ranking (Individual performance) and Bonus Pool* (Business Unit performance)

*NOTE:

 - Funding of the Bonus pool will be determined based on the Company the employee resided for the majority of the bonus plan year
 - Project and casual employees will be handled in a separate bonus pool to disseminate the bonus award appropriate to employee status and time worked in the Performance Plan Year

- **Ranking Distribution**
 - **What:** "Relative" measurement – relative to others' performance
 - **How:** Rankings are used as a tool for determining bonus distribution, and are determined by a number of factors, including your "Overall Performance Rating", as well as your relative contributions to the achievement of company results during the past review period.

Audience: Decide if okay to share w/L1 & L2

MERIT REVIEW CYCLE: 2004, 2005, & 2006

Type	Measurement Period	Pay / Effective Dates
Merit Plan Year (2004)*	4/1/04 – 3/31/05	<ul style="list-style-type: none"> • Increase Effective Date: 6/27/05 • Payout Date: 7/1/05 (EX); 7/8/05 (NE)
Merit Plan Year (2005)	4/1/05 – 12/31/05	<ul style="list-style-type: none"> • Increase Effective Date: TBD • Payout Date: TBD
Merit Plan Year (2006)	1/1/06 – 12/31/06	<ul style="list-style-type: none"> • Increase Effective Date: TBD • Payout Date: TBD

***Note:** To accommodate the volume of in-cycle adjustments expected during the pay for performance process this year, there will be a **black-out period for out-of-cycle pay adjustments** from **April 1, 2005 – June 27, 2005** (except for New Hires or New Hires resulting from inter-company transfers). Extenuating circumstances should be discussed with your HR Manager and will be handled on a case-by-case basis.

BONUS REVIEW CYCLE: 2004, 2005, & 2006

Type	Measurement Period	Pay / Effective Dates
Bonus Plan Year (2004)	4/1/04 – 12/31/04	<ul style="list-style-type: none"> • Payout Date: (June/July 2005)
Merit Plan Year (2005)	1/1/05 – 12/31/05	<ul style="list-style-type: none"> • Payout Date: TBD
Merit Plan Year (2006)	1/1/06 – 12/31/06	<ul style="list-style-type: none"> • Payout Date: TBD

Audience: ALL

COMPENSATION OVERVIEW

Desired Compensation Philosophy

A market based, pay for performance, total compensation philosophy that provides the opportunity for "competitive" earnings through outstanding individual, team and company performance.

FY '04 Compensation Strategy

Support our total compensation philosophy through programs designed to align individual compensation with the successful execution of objectives in support of the overall business strategy.

Elements of Total Compensation

- Base Salaries:** are positioned competitively – [REDACTED]
[REDACTED] Base salaries are generally reviewed annually to maintain our "competitive" position in the market. Individual employees are eligible to receive merit increases (adjustments to base salary) based on individual performance and contribution towards company success.
- Bonuses:** aligns employees with the company's goals and objectives and rewards employees for individual, team and company success, achievements and results.
- Benefit Programs:** provide a complete range of coverage and options to employees based on competitive practices.

Audience: L3, L4, HRM only

SALARY INCREASES BASED ON MERIT

Lucas conducts performance appraisals and grants merit increases based on employee performance and allocated budget. Salary increases for the 2004 Performance Plan Year will be effective on 6/27/05.

EMPLOYEE ELIGIBILITY

The following section outlines the criteria required for an employee to be eligible for a merit increase.

Employee Status:

- Full-time benefited employees (including Project employees)
- Part-time benefited employees (including Project employees)
- Part-time Casual employees (to be reviewed on a case-by-case basis)

Hire Date:

- Employees hired after 1/1/05 are *NOT* eligible for a merit increase. However, employees hired during 1/1/05 to 3/31/05 will receive pro-ration "credit" towards the following year's merit increase.
- Employees hired during XX/XX/XX to 4/1/04 will receive pro-rations "credit" towards this year's merit increase.
- Employees hired within Merit Plan Year (before 1/1/05): Pro-rated increases for new hires will be based on hire date.

Transfers:

- Eligibility period for transfers will be based on *ORIGINAL* hire/re-hire date and *NOT* the *NEW* hire date resulting of inter-company transfer.

Leaves of Absence:

All employees on leaves of absences are eligible to receive a performance appraisal and merit increase based on the standard guidelines set forth during the plan year.

- *Paid LOA*
Merit awards for employees on a paid leave of absence utilizing accrued sick or vacation hours WILL NOT be pro-rated. Managers will review the individual's performance for the time worked and follow the standard merit guidelines when recommending salary increases for employees on a paid leave status.
- *Unpaid LOA*
Merit awards for employees on an unpaid leave of absence of longer than 30 days WILL be pro-rated. Final merit awards will EXCLUDE the period of unpaid time off during the leave.

Breaks in Service:

Employees absent for 30 days or longer within the Merit Plan year are subject to pro-rated merit awards.

Pay Adjustments:

- Out-of-cycle Pay Adjustments given within the 2004 Merit Plan Year
If the employee received an out-of-cycle pay adjustment or promotion at some point during the 2004 Merit Plan Year, s/he is still eligible for a merit increase.

Determining a Salary Increase

The employee's qualifications, performance and contributions in their job will be considered in determining the appropriate pay increase. Please consider the following factors prior to making a merit increase recommendation:

- Performance Rating Score
- Peer Comparison (individual's vs. peers' base salaries)
- Market Data
- Merit Increase Guidelines
- Budget

Merit Increase Guidelines

The following merit increase chart is intended as a "guideline". The information is provided as a tool to assist managers in the recommendation and administration of salary increases. Managers are responsible for managing salary increases for their group within the annual merit budget given.

Note: The guidelines below assume a [REDACTED] merit budget

PERFORMANCE RATING	GUIDELINE
<u>Distinguished</u> Outstanding / Far Exceeds Expectations	[REDACTED]
<u>Superior</u> Commendable / Exceeds Expectations	[REDACTED]
<u>Good Solid Performance</u> Fully Successful / Fully Meets Expectations	[REDACTED]
<u>Needs Improvement</u> Fair / Meets Some Expectations	[REDACTED]
<u>Unsatisfactory</u> Marginal / Unacceptable / Fails to Meet Expectations	[REDACTED]

Suggested Distribution Guidelines

Majority of Employees

Rating	1	2	3	4	5
Recommended Rating Distribution	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Merit Recommendation	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Approvals and Processing – (L3 & L4 only)

TBD

Audience:

Notifying Employees of Salary Increases

Managers must not discuss a salary increase recommendation with an employee until they have received notification from Human Resources that the increase has been approved. Human Resources will provide each manager with a communications letter for every employee who has received an approved increase.

Upon receipt of this communications letter, managers should meet with employee to discuss the increase prior to the increase appearing on the employee's paycheck. Merit increases should be communicated at the end of the performance review session.

SPECIAL ADJUSTMENTS TO BASE SALARIES (Call Outs)

In addition to Merit Increases, employees may be eligible to receive additional base salary adjustments for the following reasons. A separate budget is allocated for these types of adjustments, and there is a specific process to follow for getting these adjustments approved (see process below). Managers should alert their HR Managers of any expected promotions or pay adjustments as soon as possible, so the Comp team can begin research and channel those requests through a comp review process.

Idea: "Callout Form"

Promotions and Role Expansions:

If an employee takes on a more responsible job or a role expansion, he/she may be eligible for an increase to base salary. His or her current pay and qualifications for the new responsibilities will be considered in determining the appropriate pay increase.

Equity Adjustments

In special circumstances, where an individual's salary may be out of alignment with market and/or peer relationships, an equity adjustment may be considered. Such adjustments require special approvals and the increase must be affordable within the department's current labor budget. If information or assistance is needed in determining a salary increase and/or adjustments, please consult with your HR Manager.

Process for Special Adjustments

1. Complete the annual *Performance Appraisal Form*
2. Work with HRM to understand position market data and peer comparisons
3. Recommend a salary increase
4. Notify the employee at the same time as the Merit Increase Notification

NOTE: Comp team conducts the comp analysis and channels the request through a comp review process with recommendations and obtains approvals.

BONUS COMPENSATION

The Bonus is intended to be a reward for past performance. It is a one-time payment based on the employee's RANKING (individual performance) and the BONUS POOL (Business Unit Performance)

EMPLOYEE ELIGIBILITY

The following section outlines the criteria required for an employee to be eligible for a bonus award.

Employee Status:

- Full-time benefited employees (including Project employees)
- Part-time benefited employees (including Project employees)

NOTE: Exceptions will be reviewed on case-by-case basis.

Hire Date:

- Employees hired after 10/1/04 are *NOT* eligible for a bonus award. (To be verified by Mich)

NOTE: Exceptions will be reviewed on case-by-case basis.

Change in Exemption Status:

- Eligibility for non-exempt employees is determined by number of hours worked during the Bonus Plan Year.
- If an employee held two different exemption statuses during the plan year, eligibility will be reviewed individually and handled appropriate to the situation.*
- It is the responsibility of the HR Manager and employee's manager to flag this situation for review.

* **Note:** There may be many instances of changing exemption statuses this year given the wage & hour project. Special attention should be given to the calculation of hours, due to technical system limitations.

Leaves of Absence & Breaks in Service:

Measurement:

Pools & Targets:

Audience: L3 & L4 only

SALARY INCREASE WORKSHEETS

Responsibilities

Timing

Input

Approvals

Sorting & Reporting

Process of Creating Merit Increase Letter

APPENDIX A: 2005 CALENDAR OF EVENTS / KEY DATES

WHAT	WHEN / DUE
<u>Input Performance Ratings into Worksheet</u> <input type="checkbox"/> HR Managers will enter this information once reviews have been received	
<u>Level 3 Completes Salary Increase Recommendation Worksheets</u>	
<u>Level 4 Review & Approval</u>	
<u>Level 5 Final Review and Approval</u>	
<u>HR Creates and Distributes Employee Communication Letters</u>	
<u>Manager Communication to Employees</u> <input type="checkbox"/> Blah blah	
<u>Changes Effective on Paychecks</u>	

Exhibit 30

Total Rewards Performance Management Talent and Pay Decisions

RDP - July 2006

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Introductions

Who We Are:

- Stephanie Carroll: HR Director, CP1 and Strategic and Innovation
- Silvia Siguenza: HRBP, Main St, MMG and RDP

Who Are You?

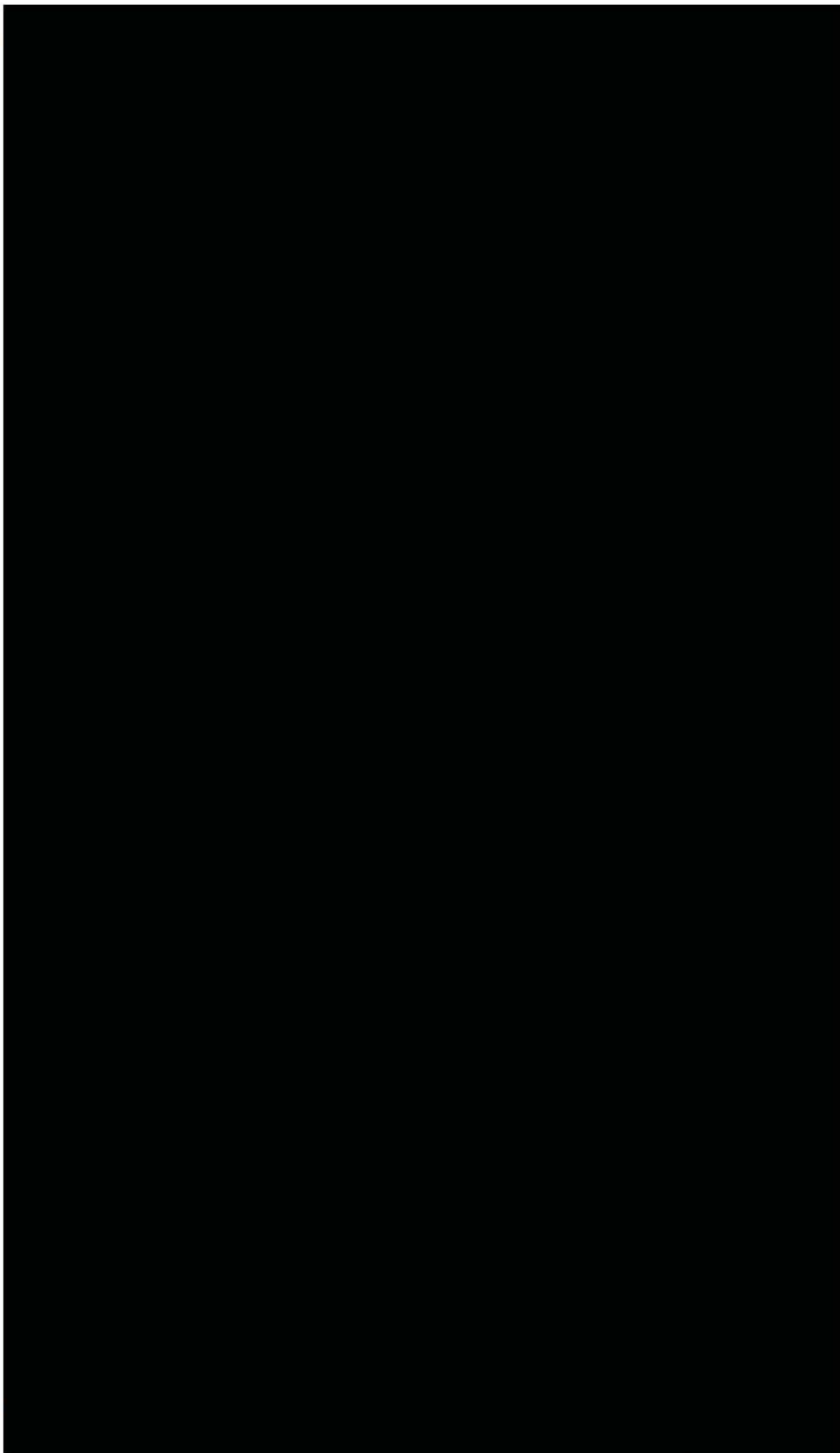
- Name
- RDP Class
- What are you expecting to take away from this class

Session Objectives

- Introduction to Total Rewards
- Lay a foundation regarding Performance Management
- Tackle questions regarding Talent and Pay Decisions
- Help you link the concepts

Total Rewards...The Academic View

Defined by WorldatWork

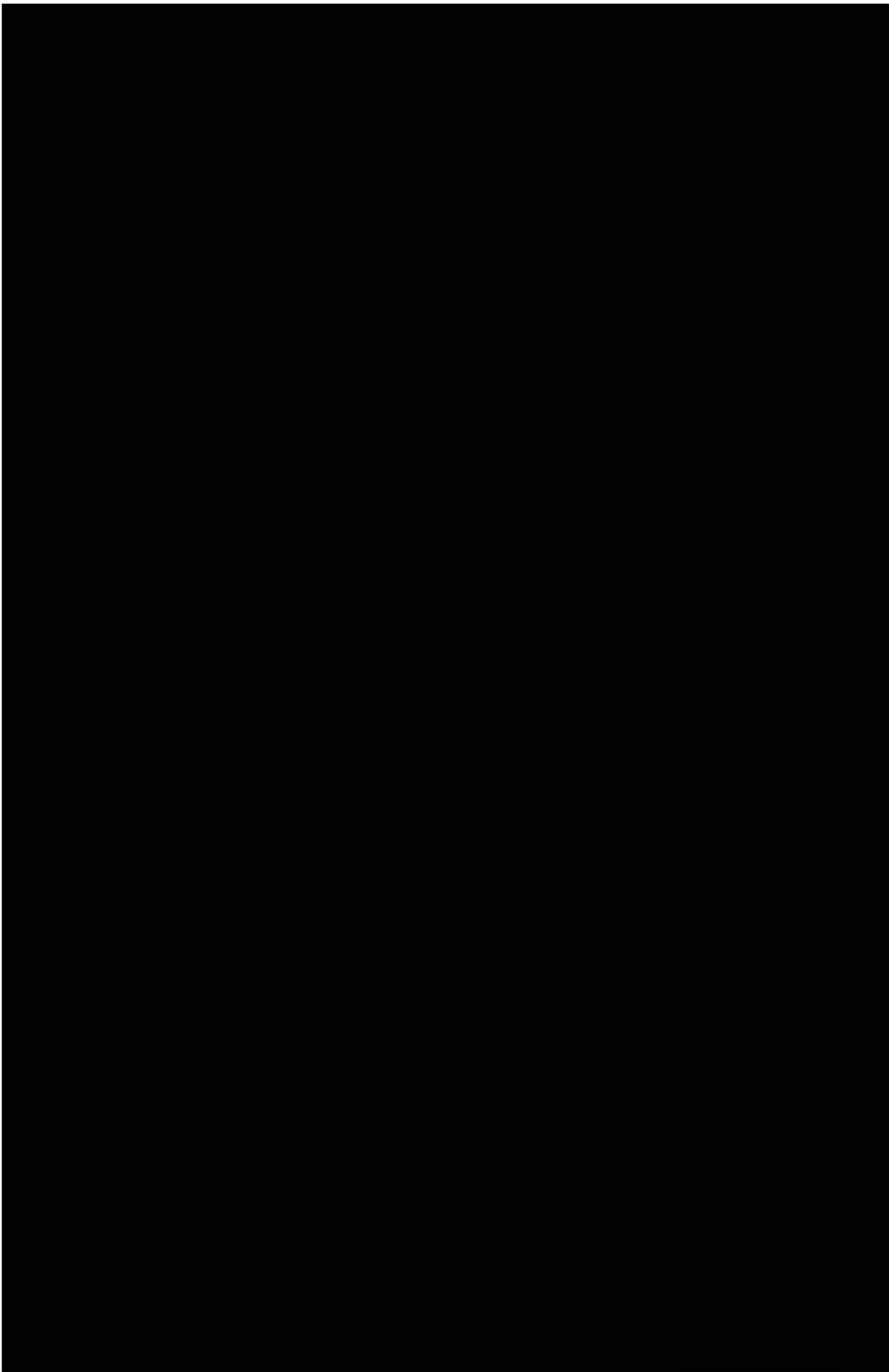


Total Rewards Portfolio

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Total Rewards...Intuit's View



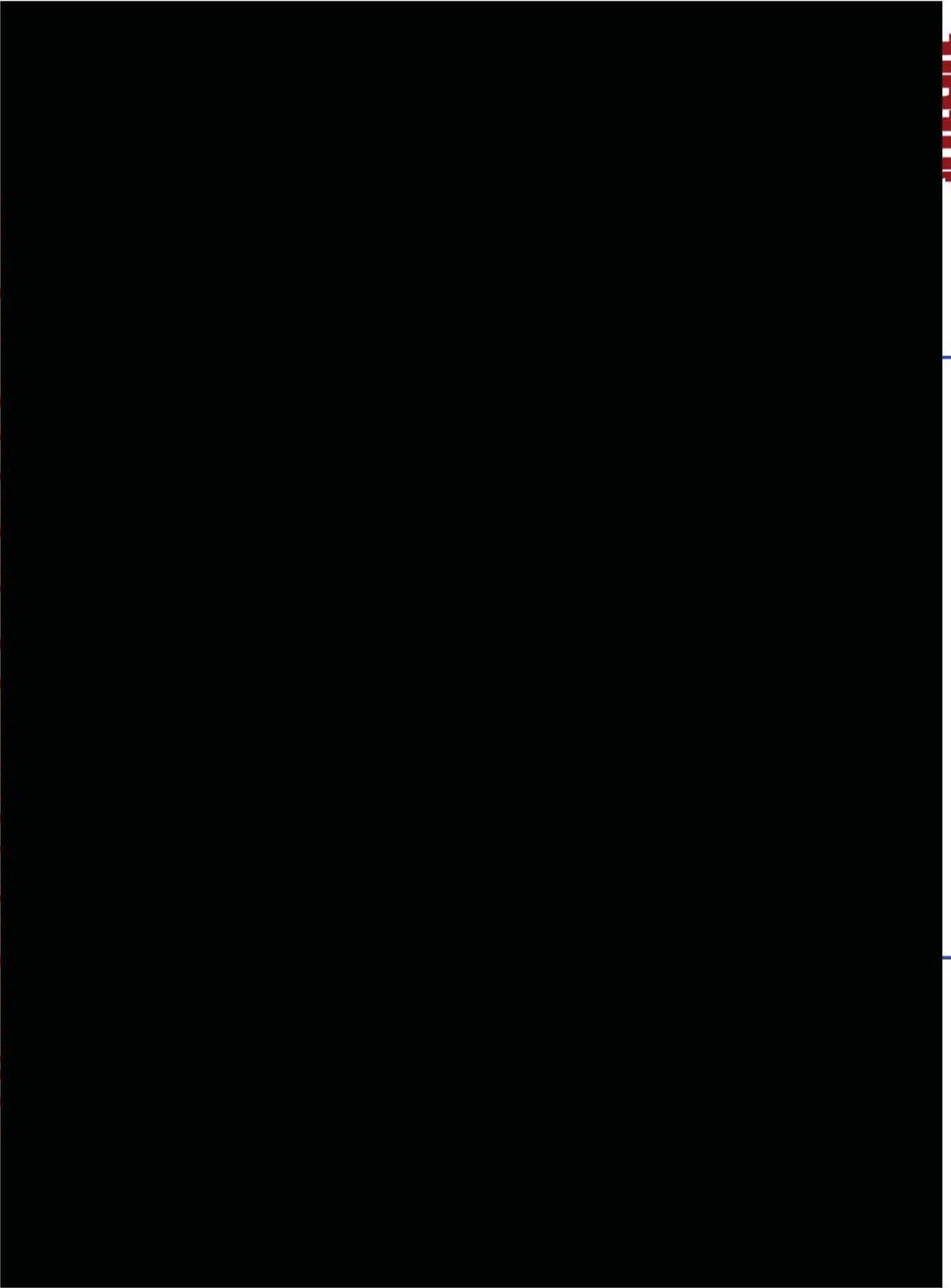
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Total Rewards... The Shareholder View...

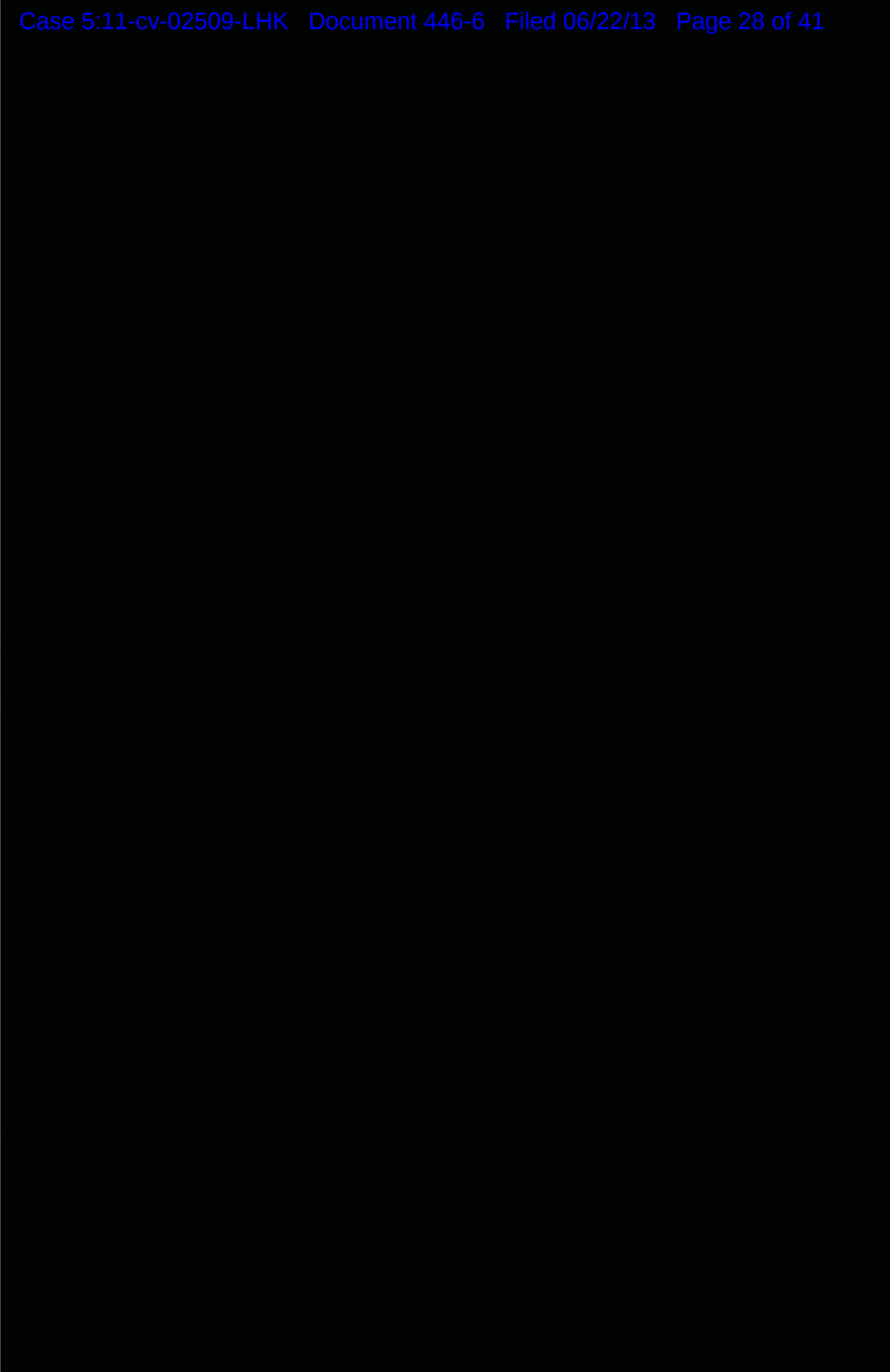


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Our Compensation Philosophy...What It Is....And Isn't



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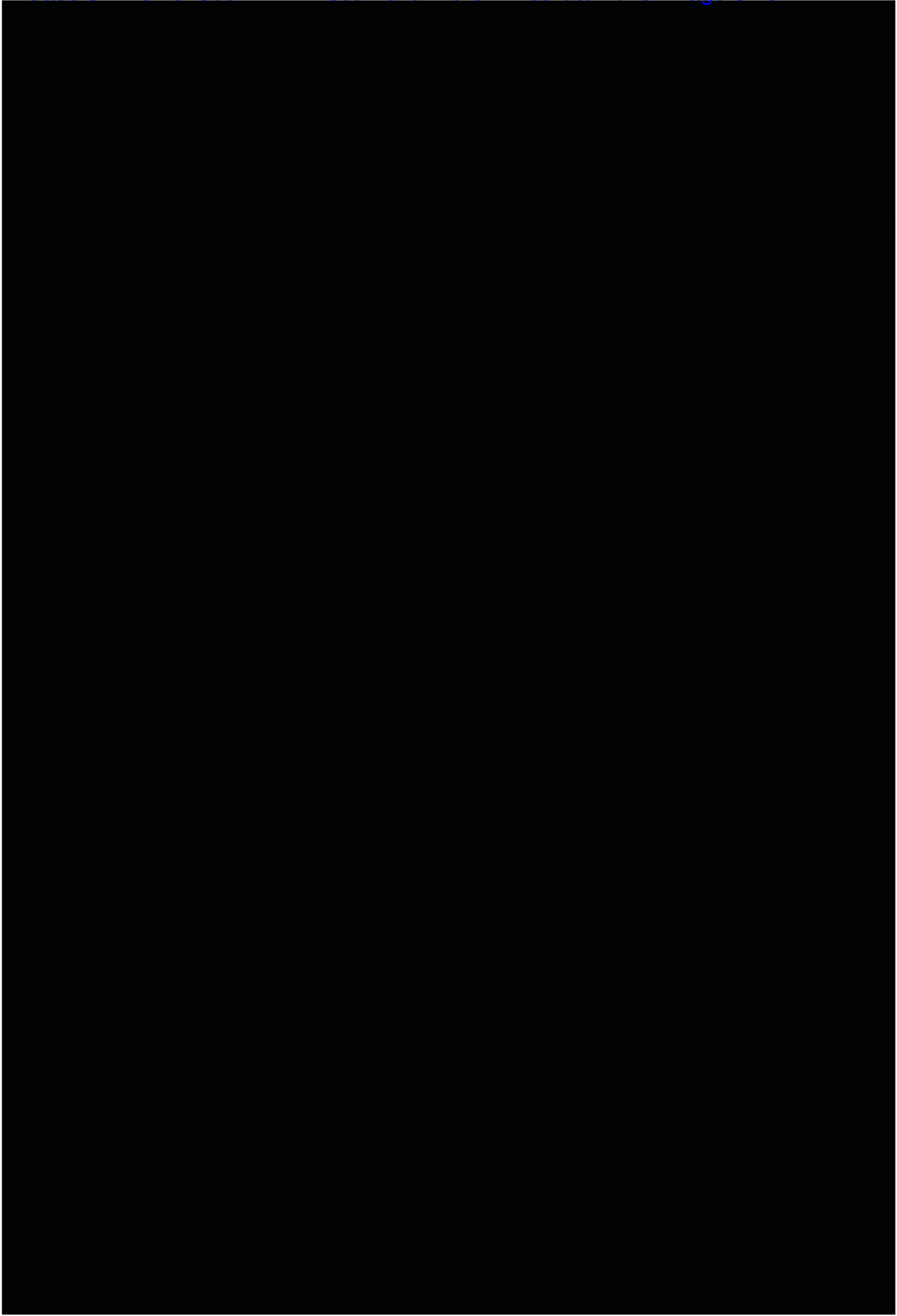
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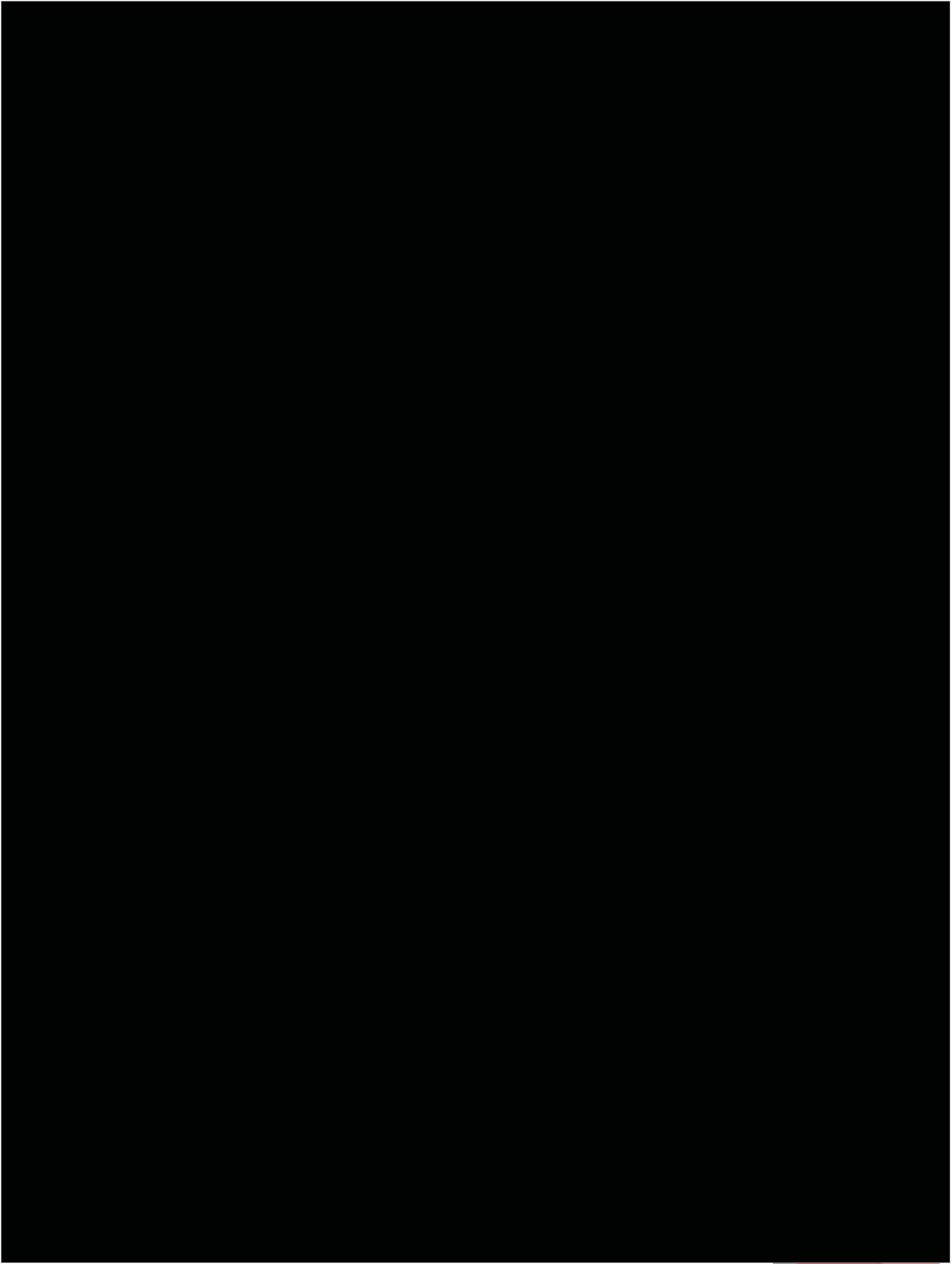
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Assess and Calibrate Across Organization

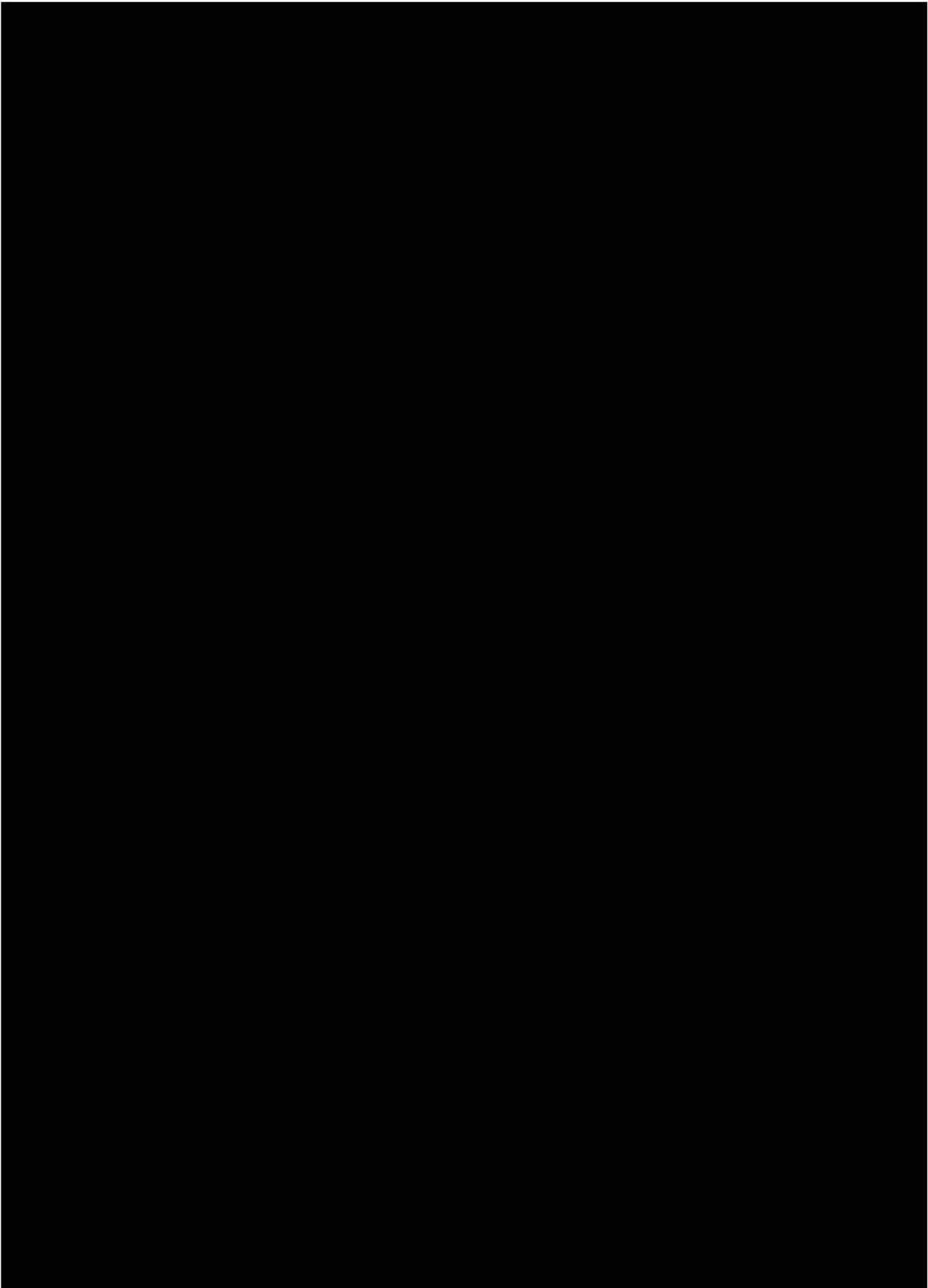


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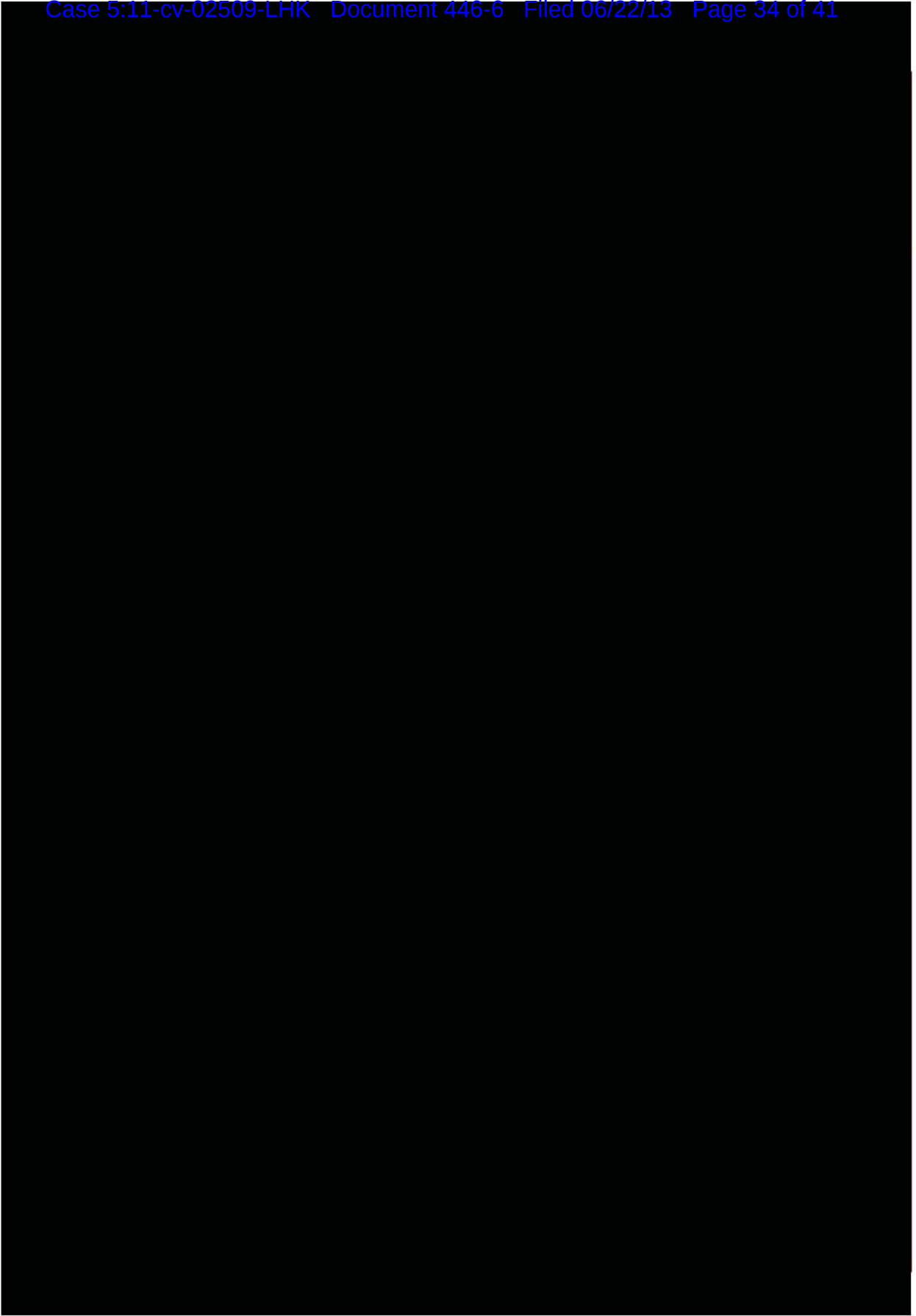


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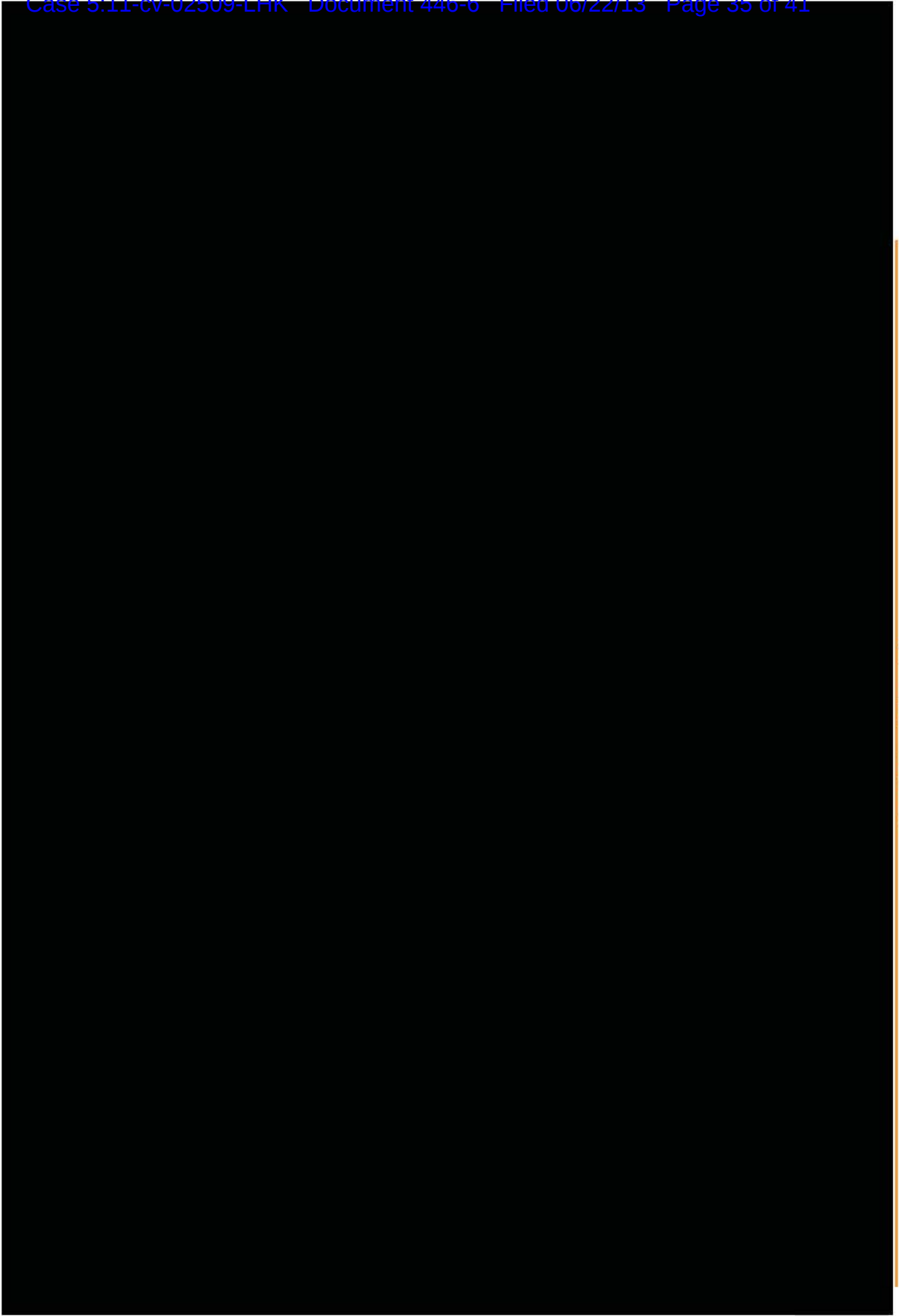
IPI Award Considerations



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Retention Assessment



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FY'07 Budget

Intuit FY'07 Budget	
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Pay Decision Guidelines

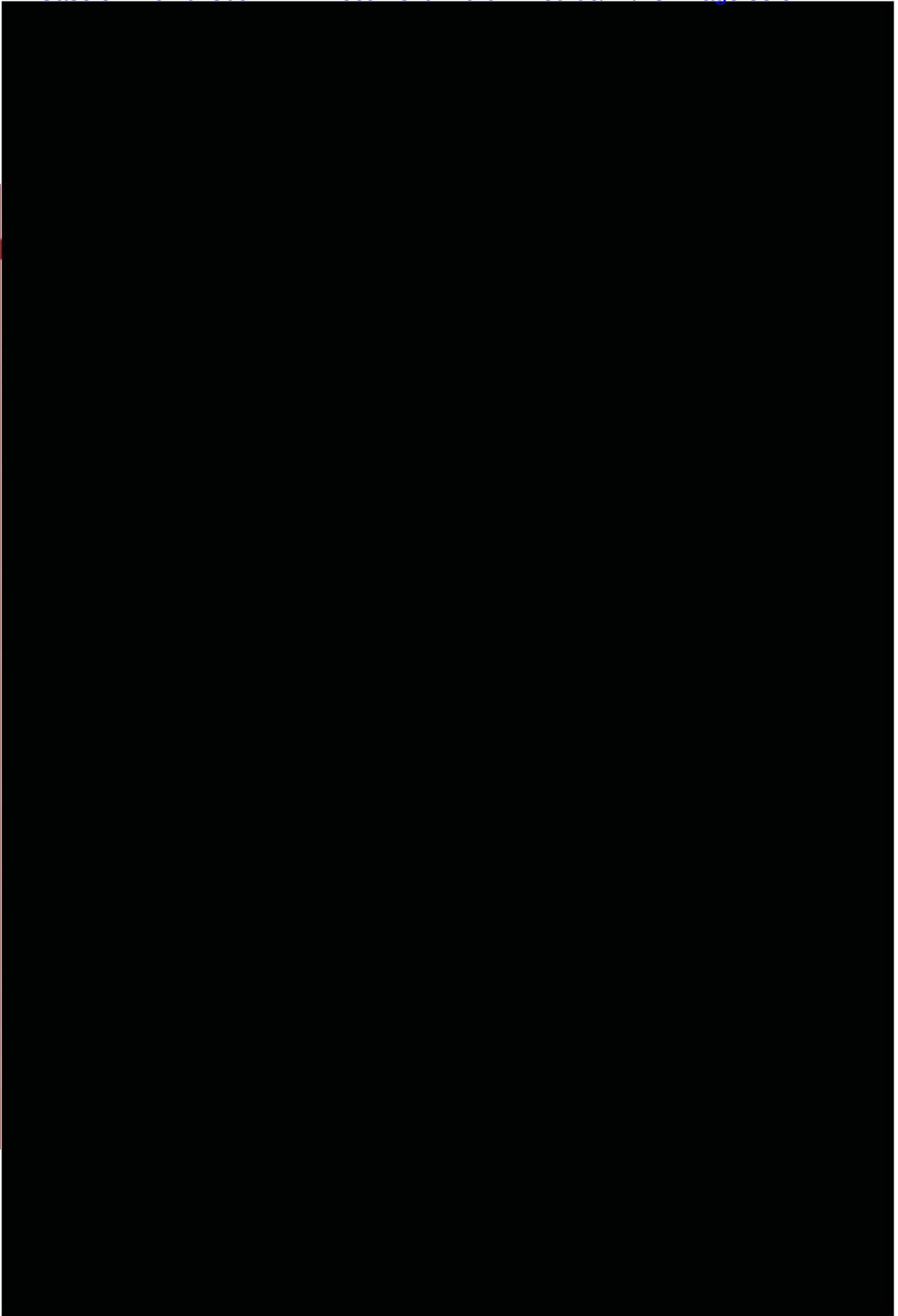
2006 Focal Pay-for-Performance Guide (U.S.)



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Brad's POV on Performance Mgt.



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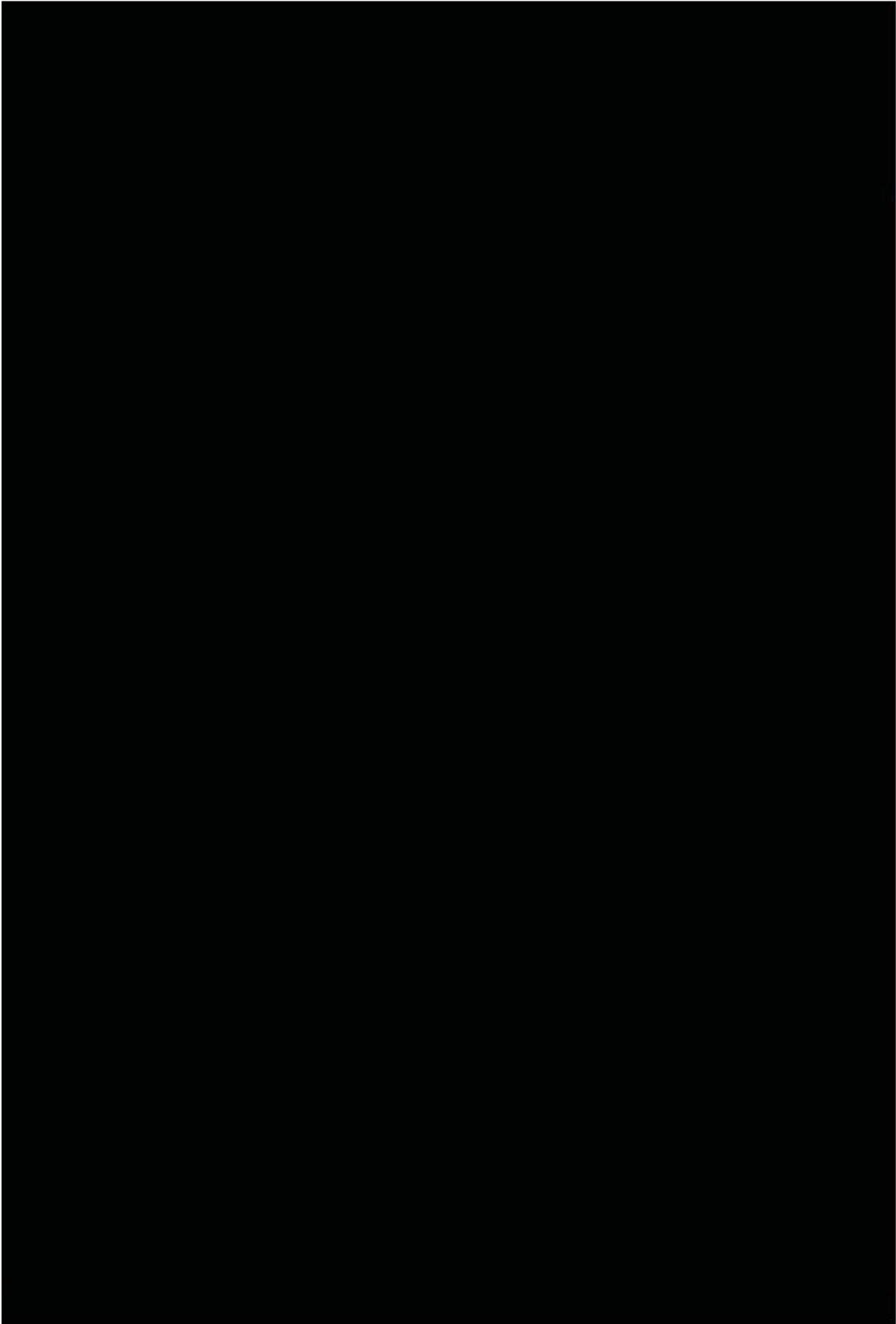


Appendix

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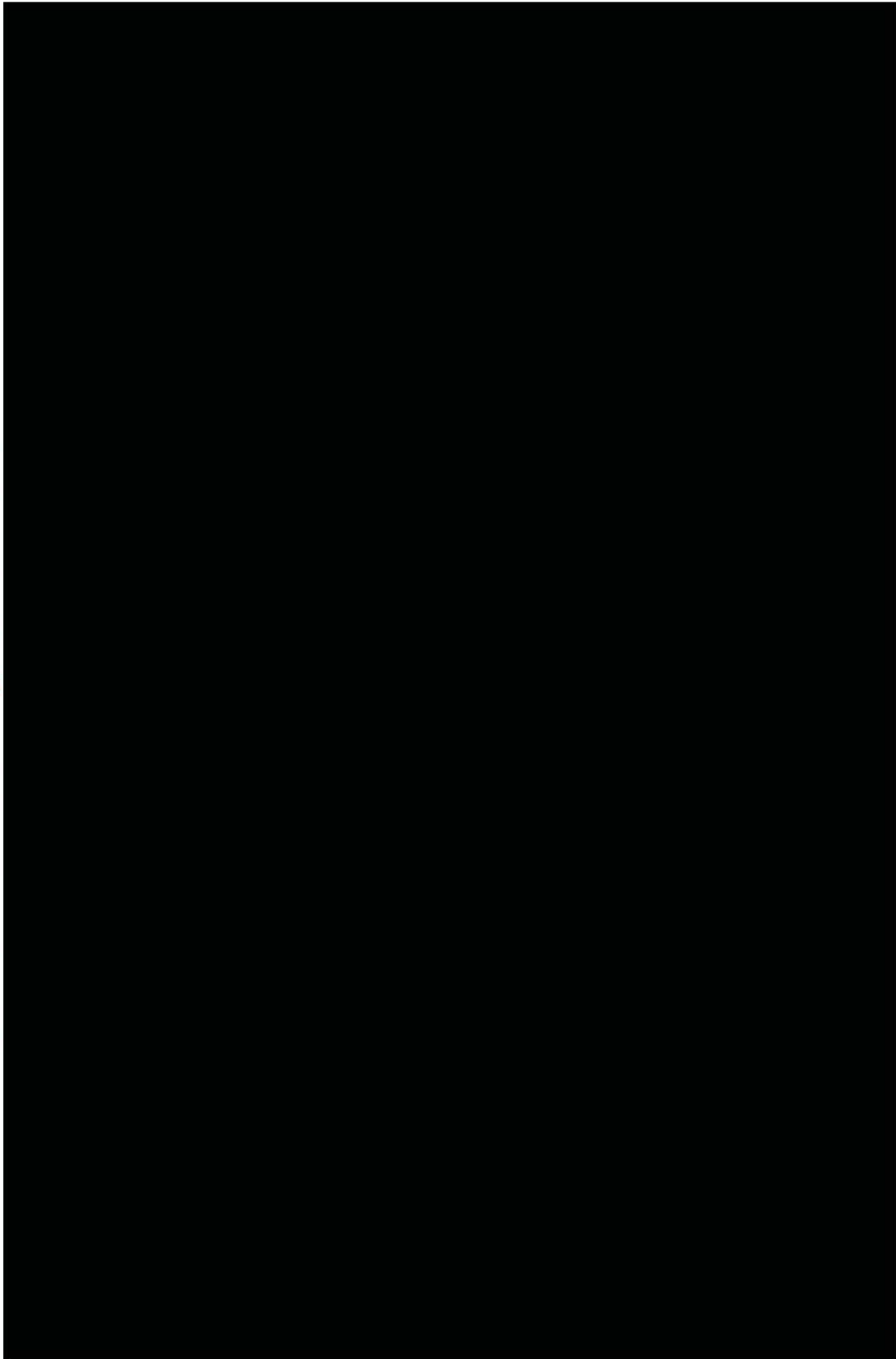
Comparing Stock Options to Stock Units



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Incentive Compensation - IPI



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